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**Insurance Holding Company Act**

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**Insurance Holding Company Act****Sec. 38a-138-1. Forms — general requirements**

(a) Sections 38a-138-1 to 38a-138-16, inclusive, and the forms prescribed in the Appendixes A, B, C and D, are intended to implement the provisions of the Connecticut Insurance Holding Company System Regulatory Act, Sections 38a-129 to 38a-140, inclusive, of the General Statutes. Appendix A contains "Form A" (Statement Regarding the Acquisition of Control of or Merger With a Domestic Insurer); Appendix B contains "Form B" (Insurance Holding Company System Annual Registration Statement); Appendix C contains "Form C" (Summary of Registration Statement); and Appendix D contains "Form D" (Prior Notice of a Transaction). These forms are intended to be guides in the preparation of the statements required by Sections 38a-130, 38a-135, and 38a-136 of the General Statutes; they are not intended to be blank forms which are to be filled in. Each form, when filed, shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers thereto are prepared in such a manner as to indicate clearly the scope and coverage of the items. All instructions, whether appearing under the items of the form or elsewhere therein, are to be omitted. Unless expressly provided otherwise, if any item is inapplicable or the answer thereto is in the negative, an appropriate statement to that effect shall be made.

(b) Four (4) complete copies of Form A statements including exhibits and all other papers and documents filed as a part thereof, and one (1) complete copy of Forms B, C and D including exhibits and all other papers and document filed as a part thereof, shall be filed with the Commissioner by personal delivery addressed to:

State of Connecticut Insurance Department  
153 Market Street (11th Floor)  
Hartford, CT 06103  
Attention: Examination Division

or, by U.S. mail addressed to:

State of Connecticut, Insurance Department  
P.O. Box 816  
Hartford, CT 06142-0816  
Attn: Examination Division

A copy of Form C shall be filed in each state in which an insurer is authorized to do business, if the Commissioner of that state has notified the insurer of its request in writing, in which case the insurer has ten (10) days from receipt of the notice to file such form. At least one of the copies shall be manually signed in the manner prescribed on the form. Unsigned copies shall be conformed. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of such power of attorney or other authority shall also be filed with the statement.

(c) Statements should be prepared on paper 8½" × 11" (or 8½" × 14") in size and preferably bound at the top or the top left-hand corner. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size. All copies of any statement, financial statements, or exhibits shall be clear, easily readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designated so as to be clearly distinguishable as such on photocopies. Statements shall be in the English language and monetary

values shall be stated in United States currency. If any exhibit or other paper or document filed with the statement is in a foreign language, it shall be accompanied by a translation into the English language and any monetary value shown in a foreign currency normally shall be converted into United States currency.

(Effective July 26, 1993)

**Sec. 38a-138-2. Forms — incorporation by reference, summaries and omissions**

(a) Information required by any item of Form A, Form B or Form D may be incorporated by reference in answer or partial answer to any other item. Information contained in any financial statement, annual report, proxy statement, statement filed with a governmental authority, or any other document may be incorporated by reference in answer or partial answer to any item of Form A, Form B or Form D provided such document or paper is filed as an exhibit to the statement. Excerpts of documents may be filed as exhibits if the documents are extensive. Documents currently on file with the Commissioner which were filed within three years of the filing of the present documents need not be attached as exhibits. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such material is to be incorporated by reference in answer to the item. Matter shall not be incorporated by reference in any case where such incorporation would render the statement incomplete, unclear or confusing.

(b) Where an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the pertinent provisions of the document. In addition to such statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the Commissioner which was filed within three years and may be qualified in its entirety by such reference. In any case where two or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties thereto, the dates of execution, or other details, a copy of only one of such documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which such documents differ from the documents a copy of which is filed.

(Effective July 26, 1993)

**Sec. 38a-138-3. Forms — information unknown or unavailable and extension of time to furnish**

(a) Information required need be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown and not reasonably available to the person filing, either because the obtaining thereof would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the person filing, the information may be omitted, subject to the following conditions:

(1) The person filing shall give such information on the subject as it possesses or can acquire without unreasonable effort or expense, together with the sources thereof; and

(2) The person filing shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge the information rests and stating the result of a request made to such person for the information.

(b) If it is impractical to furnish any required information, document or report at the time it is required to be filed, there may be filed with the Commissioner a separate document:

(1) identifying the information, document or report in question;

- (2) stating why the filing thereof at the time required is impractical; and
- (3) requesting an extension of time for filing the information, document or report to a specified date. The request for extension shall be deemed granted unless the Commissioner within thirty (30) days after receipt thereof enters an order denying the request.

(Effective July 26, 1993)

#### **Sec. 38a-138-4. Forms — additional information and exhibits**

In addition to the information expressly required to be included in Form A, Form B, Form C and Form D, there shall be added such further material information, if any, as may be necessary to make the information contained therein not misleading. The person filing may also file such exhibits as it may desire in addition to those expressly required by the statement. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Amendments to Forms A, B, C or D shall include on the top of the cover page the phrase: "Amendment No. (insert number) to" and shall indicate the date of the amendment and not the date of the original filing.

(Effective July 26, 1993)

#### **Sec. 38a-138-5. Definitions**

As used in Sections 38a-138-1 to 38a-138-16, inclusive:

(a) "Commissioner" means the Insurance Commissioner of the State of Connecticut.

(b) "Executive officer" means chief executive officer, chief operating officer, chief financial officer, treasurer, secretary, controller, and any other individual performing functions corresponding to those performed by the foregoing officers under whatever title.

(c) "Foreign insurer" shall include an alien insurer except where clearly noted otherwise.

(d) "Ultimate controlling person" means that person which is not controlled by any other person.

(e) Unless the context otherwise requires, other terms found in these regulations are used as defined in Section 38a-129 of the General Statutes.

(Effective July 26, 1993)

#### **Sec. 38a-138-6. Acquisition of control — statement filing; amendments to form A; hearing**

A person required to file a statement pursuant to Sec. 38a-130 of the General Statutes shall furnish the required information on Form A (Appendix A of this regulation). The applicant shall promptly advise the Commissioner of any changes in the information so furnished on Form A arising subsequent to the date upon which such information was filed with the Commissioner. The Commissioner shall hold a public hearing within thirty (30) days from the date at which the Commissioner determines that the Form A is complete in all respects. If any amendments to the Form A is filed after such a determination has been made by the Commissioner, the hearing date may be postponed by the Commissioner for a reasonable period not to exceed thirty (30) days after the filing of such amendment.

(Effective July 26, 1993)

#### **Sec. 38a-138-7. Acquisition under subdivision (1) of subsection (c) of section 38a-130**

If a person seeks to effectuate an acquisition of control of, or merger with, any corporation which is not itself a domestic insurance company but which controls a

domestic insurance company, the name of the domestic insurer on the cover page of Form A should be indicated as follows:

"ABC Insurance Company, a subsidiary of XYZ Holding Company," and references to "the insurer" contained in Form A shall refer to both the domestic insurance company and to the corporation which controls the domestic insurance company.

(Effective July 26, 1993)

**Sec. 38a-138-8. Annual registration of insurers — statement filing**

An insurer required to file an annual registration statement pursuant to Section 38a-135 of the General Statutes shall furnish the required information on Form B (Appendix B of this regulation).

(Effective July 26, 1993)

**Sec. 38a-138-9. Summary of registration — statement filing**

An insurer required to file an annual registration statement pursuant to Section 38a-135 of the General Statutes is also required to furnish information required on Form C (Appendix C of this regulation). An insurer shall file a copy of Form C in each state in which the insurer is authorized to do business, if requested by the Commissioner of that state.

(Effective July 26, 1993)

**Sec. 38a-138-10. Amendments to form B**

(a) An amendment to Form B shall be filed within 15 days after the end of any month in which there is a material change to the information provided in the annual registration statement.

(b) Amendments shall be filed in the Form B format with only those items which are being amended reported. Each such amendment shall include at the top of the cover page "Amendment No. (insert number) to Form B for (insert year)" and shall indicate the date of the change and not the date of the original filings.

(Effective July 26, 1993)

**Sec. 38a-138-11. Alternative and consolidated registrations**

(a) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under Section 38a-135 of the General Statutes. A registration statement may include information not required by the Act regarding any insurer in the insurance holding company system even if such insurer is not authorized to do business in this State. In lieu of filing a registration statement on Form B, the authorized insurer may file a copy of the registration statement or similar report which it is required to file in its State of domicile, provided:

(1) the statement or report contains substantially similar information required to be furnished on Form B; and

(2) the filing insurer is the principal insurance company in the insurance holding company system.

(b) The question of whether the filing insurer is the principal insurance company in the insurance holding company system is a question of fact and an insurer filing a registration statement or report in lieu of Form B on behalf of an affiliated insurer, shall set forth a brief statement of facts which will substantiate the filing insurer's claim that it, in fact, is the principal insurer in the insurance holding company system.

(c) With the prior approval of the Commissioner, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under subsection (a) above.

(d) Any insurer may take advantage of the provisions of subsection (h) or (i) of section 38a-135 of the General Statutes without obtaining the prior approval of the Commissioner. The Commissioner, however, reserves the right to require individual filings if he deems such filings necessary in the interest of clarity, ease of administration or the public good.

(Effective July 26, 1993)

#### **Sec. 38a-138-12. Disclaimers and termination of registration**

(a) A disclaimer of affiliation or a request for termination of registration claiming that a person does not, or will not upon the taking of some proposed action, control another person (hereinafter referred to as the "subject") shall contain the following information:

(1) the number of authorized, issued and outstanding voting securities of the subject;

(2) with respect to the person whose control is denied and all affiliates of such person, the number and percentage of shares of the subject's voting securities which are held of record or known to be beneficially owned, and the number of such shares concerning which there is a right to acquire, directly or indirectly;

(3) all material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person;

(4) A statement explaining why such person should not be considered to control the subject; and

(5) Such additional information as the Commissioner may require to effectuate the purpose of the Connecticut Insurance Holding Company Act.

(b) A request for termination of registration shall be deemed to have been granted unless the Commissioner, within 30 days after he receives the request, notifies the registrant otherwise.

(Effective July 26, 1993)

#### **Sec. 38a-138-13. Transactions subject to prior notice — notice filing**

An insurer required to give notice of a proposed transaction pursuant to Section 38a-136 of the General Statutes shall furnish the required information on Form D (Appendix D of this regulation).

(Effective July 26, 1993)

#### **Sec. 38a-138-14. Extraordinary dividends and other distributions**

(a) Requests for approval of extraordinary dividends or any other extraordinary distribution to shareholders shall include the following:

(1) The amount of the proposed dividend;

(2) The date established for payment of the dividend;

(3) A statement as to whether the dividend is to be in cash or other property and, if in property, a description thereof, its cost, and its fair market value together with an explanation of the basis for valuation;

(4) A copy of the calculations determining that the proposed dividend is extraordinary. The work paper shall include the following information:

(i) The amounts, dates and form of payment of all dividends or distributions (including regular dividends but excluding distributions of the insurers own securities) paid within the period of 12 consecutive months ending on the date fixed for payment of the proposed dividend for which approval is sought and commencing on the day after the same day of the same month in the last preceding year.

(ii) Surplus as regards policyholders (total capital and surplus) as of the 31st day of December next preceding;

(iii) If the insurer is a life insurer, the net gain from operations for the 12-month period ending the 31st day of December next preceding;

(iv) If the insurer is not a life insurer, the net income less realized capital gains for the 12-month period ending the 31st day of December next preceding and the two preceding 12-months periods; and

(v) If the insurer is not a life insurer, the dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding two calendar years.

(5) The insurer's most recent annual or quarterly balance sheet and statement of income filed pursuant to Section 38a-53, a statement as to whether there has been a material change in the financial condition of the insurer since such financial report was filed with the Commissioner; and

(6) A brief statement as to the effect of the proposed dividend upon the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities and the adequacy of surplus relative to the insurer's financial needs.

(b) Subject to subsection (f) of Section 38a-136 of the General Statutes, each registered insurer shall report to the Commissioner all dividends and other distributions to shareholders within 15 business days following the declaration thereof, including the same information required by subsections (a) (4) (i)-(v).

(Effective July 26, 1993)

#### **Sec. 38a-138-15. Adequacy of surplus**

The factors set forth in subsection (g) of section 38a-136 of the General Statutes are not intended to be an exhaustive list. In determining the adequacy and reasonableness of an insurer's surplus no single factor is necessarily controlling. The Commissioner, instead, will consider the net effect of all of these factors plus other factors bearing on the financial condition of the insurer. In comparing the surplus maintained by other insurers, the Commissioner shall consider the extent to which each of these factors varies from company to company and in determining the quality and liquidity of investments in subsidiaries, the Commissioner shall consider the individual subsidiary and may discount or disallow its valuation to the extent that the individual investments so warrant.

(Effective July 26, 1993)

#### **Sec. 38a-138-16. Severability**

If any provision of these regulations, or the application thereof to any person or circumstance is held invalid, such determination shall not affect other provisions or applications of these regulations which can be given effect without the invalid provision or application, and to that end the provisions of these regulations are severable.

### **APPENDIX A**

#### **Form A**

#### **Statement Regarding the Acquisition of Control of or Merger With A Domestic Insurer**

\_\_\_\_\_  
Name of Domestic Insurer

BY

\_\_\_\_\_  
Name of Acquiring Person (Applicant)

Filed with the Insurance Department of

(State of domicile of insurer being acquired)

Dated: \_\_\_\_\_, 19\_\_\_\_

Name, Title, address and telephone number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

### Item 1. Insurer and Method of Acquisition

State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired or the merger effected.

### Item 2. Identity and Background of the Applicant

(a) State the name and address of the applicant seeking to acquire control over or to effect a merger with the insurer.

(b) If the applicant is not an individual, state the nature of its business operations for the past five years or for such lesser period as such person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant's affiliates.

(c) Furnish a chart or listing clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g. corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

### Item 3. Identity and Background of Individuals Associated With the Applicant

State the following with respect to (1) the applicant if (s)he is an individual or (2) all persons who are directors, trustees, executive officers or owners, beneficial or otherwise, of 10% or more of the voting securities of the applicant if the applicant is not an individual.

(a) Name and business address;

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;

(c) Material occupations, positions, offices or employment during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or



municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith.

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

(e) Whether or not, during the last ten years, such person has been the subject of any proceeding under the Federal Bankruptcy Code, (or in the case of an alien person, such equivalent provision) or whether or not, during the ten year period, any business or organization in which such person was a director, officer, trustee, partner, owner, manager or other official has been subject to any such proceeding, (or in the case of an alien person or such equivalent provision) either during the time in which such person was a director, officer or trustee, if a corporation, or a partner, owner, manager, joint venturer, or the official, if not a corporation, or within twelve months thereafter;

(f) Whether or not, during the ten year period, such person has been enjoined, either temporarily or permanently, by a court of competent jurisdiction from violating any federal or state law or in the case of an alien person, applicable law regulating the business of insurance, securities, or banking, together with details as to any such event; and

(g) A complete credit report on such person prepared by an independent credit rating agency acceptable to the Commissioner.

#### **Item 4. Nature, Source and Amount of Consideration**

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, including any pledge of the insurance company's stock or the stock of any of its subsidiaries or affiliates, and copies of all agreements, promissory notes and security arrangements relating thereto.

(b) Explain the criteria used in determining the nature and amount of such consideration.

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, he must specifically request that the identity be kept confidential.

#### **Item 5. Future Plans of Insurer**

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend or make other distributions, to liquidate such insurer, to sell its assets to or merge or consolidate it with any person or persons or to make any other material change in its business operations or corporate structure or management or to cause the insurer to enter into material contracts, agreements, arrangements, understandings or transactions of any kind with any party. In addition, describe any plans or proposals of the applicant or any of its affiliates, including any plans or proposals for ownership or control of any of the insurer's affiliates, which may have a material effect on the insurer.

#### **Item 6. Voting Securities to be Acquired**

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer,

request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at, including but not limited to, a certification by any consultant, accountant, financial advisor or other expert, used by such person, as to the accuracy and fairness of the method.

**Item 7. Ownership of Voting Securities**

State the amount of each class of any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3, including any security convertible into a right to acquire a voting security whether or not such right or conversion or acquisition is exercisable immediately or at some future time.

**Item 8. Contracts, Arrangements, or Understandings With Respect to Voting Securities of the Insurer**

Give a full description of any contracts, arrangements or understandings, whether oral or in writing, with respect to any voting security of the insurer or any security convertible into or evidencing a right to acquire a voting security whether or not such right of conversion or acquisition is exercisable immediately or at some future time, in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into. A copy of any such written contracts, agreements, arrangements or understandings shall be provided to the Commissioner.

**Item 9. Recent Purchases of Voting Securities**

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated and, if hypothecated, describe the terms of such arrangement.

**Item 10. Recent Recommendations to Purchase**

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

**Item 11. Agreements With Broker-Dealers**

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

**Item 12. Financial Statements and Exhibits**

(a) Financial statements and exhibits shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the persons identified in Item 2 (c) for the preceding five fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar unaudited financial information covering the period from

the end of such person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law, unaudited financial information shall be accompanied by a affidavit or certification of the chief financial officer of the acquiring party that (1) such unaudited financial statement is true and correct, as of its date, and (2) there has been no material change in the financial statements to the dated of the affidavit or certification. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required by Form A or Sections 38a-138-1 and 38a-138-3.

#### Item 13. Other Information

(a) Attach copies of any regulatory filings of any acquiring party in connection with the proposed acquisition of control or merger including, but not limited to, filings with the Securities and Exchange Commission, the United States Department of Justice, or any other Federal or State regulatory body or commission.

(b) Provide an anylysis of the competitive impact in the State of Connecticut on each line of insurance listed in the annual statements of the insurer affected by such acquisition.

(c) Provide such additional information as the Commissioner may prescribe as necessary or appropriate for the protection of policyholders of the insurance company or in the public interest.

#### Item 14. Signature and Certification

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, \_\_\_\_\_ has caused this application to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

(SEAL) \_\_\_\_\_

Name of Applicant

BY \_\_\_\_\_

(Name)

(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached application dated \_\_\_\_\_, 19\_\_\_\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_ of such company  
(Name of Applicant) (Title of Officer)  
and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature)\_\_\_\_\_

(Type or print name beneath)\_\_\_\_\_

**Form B**

**Insurance Holding Company System Annual Registration Statement**

Filed with the Insurance Department of the State of \_\_\_\_\_

By

\_\_\_\_\_  
Name of Registrant

On Behalf of Following Insurance Companies  
Name Address

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_, 19\_\_\_\_

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Item 1. Identity and Control of Registrant**

Furnish the exact name of each insurer registering or being registered (hereinafter called "the Registrant"), the home office address and principal executive offices of each; the date on which each Registrant became part of the insurance holding company system; and the method(s) by which control of each Registrant was acquired and is maintained.

**Item 2. Organizational Chart**

Furnish a chart or listing clearly presenting the identities of and interrelationships among all affiliated persons within the insurance holding company system. No affiliate

need be shown if its total assets are equal to less than one-half of one per cent of the total assets of the ultimate controlling person within the insurance holding company system. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

**Item 3. The Ultimate Controlling Person**

As to the ultimate controlling person in the insurance holding company system furnish the following information:

- (a) Name.
- (b) Home office address.
- (c) Principal executive office address.
- (d) The organizational structure of the person, i.e., corporation, partnership, individual, trust, etc.
- (e) The principal business of the person.
- (f) The name and address of any person who holds or owns 10% or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned.
- (g) If court proceedings involving a reorganization or liquidation are pending, indicate the title and location of the court, the nature of proceedings and the date when commenced.

**Item 4. Biographical Information**

Furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations during the past ten years.

**Item 5. Transactions and Agreements**

Briefly describe the following agreements in force, and transactions currently outstanding or which have occurred during the last calendar year between the Registrant and its affiliates:

- (1) loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;
- (2) purchases, sales or exchanges of assets;
- (3) transactions not in the ordinary course of business;
- (4) guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the Registrant's business;
- (5) management agreements, service contracts and cost-sharing arrangements;
- (6) reinsurance agreements;
- (7) dividends and other distributions to shareholders;
- (8) consolidated tax allocation agreements; and
- (9) any pledge of the Registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

No information need be disclosed if such information is not material for purposes of Section 38a-135 of the General Statutes.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of 1% or less of the Registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include at least the following: the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identity of all parties to such transaction, and relationship of the affiliated parties to the Registrant.

#### **Item 6. Litigation or Administrative Proceedings**

A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the preceding fiscal year, to which the ultimate controlling person or any of its directors or executive officers was a party or of which the property of any such person is or was the subject; give the names of the parties and the court or agency in which such litigation or proceeding is or was pending:

- (a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and
- (b) Proceedings which in the opinion of management may have a material effect upon the solvency or capital structure of the ultimate holding company including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

#### **Item 7. Statement Regarding Plan or Series of Transactions**

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

#### **Item 8. Financial Statements and exhibits**

(a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

If at the time of the initial registration, the annual financial statements for the latest fiscal year are not available, annual statements for the previous fiscal year may be filed and similar financial information shall be filed for any subsequent period to the extent such information is available. Such financial statements may be prepared on either an individual basis, or unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

Unless the Commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the ultimate controlling person and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the ultimate controlling person is an insurer which is actively engaged in the business of insurance, the annual financial statements need not be certified, provided they are based on the Annual Statement of such insurer filed with the insurance department of the insurer's domiciliary State and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person;

and any additional documents or papers required by Form B or Sections 38a-138-1 and 38a-138-3.

**Item 9. Form C Required**

A Form C, Summary of Registration Statement, must be prepared and filed with this Form B.

**Item 10. Signature and Certification**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 38a-135 of the Connecticut General Statutes, the Registrant has caused this annual registration statement to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

(SEAL) \_\_\_\_\_

Name of Registrant

BY \_\_\_\_\_

(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated \_\_\_\_\_, 19\_\_\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_

(Name of Company)

(Title of Officer)

of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

**APPENDIX C**

**Form C**

**Summary of Registration Statement**

Filed with the Insurance Department of the State of \_\_\_\_\_

By

\_\_\_\_\_  
Name of Registrant

On Behalf of Following Insurance Companies  
Name Address

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Date: \_\_\_\_\_, 19\_\_\_\_

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

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Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include specific references to Item numbers in the annual registration statement and to the terms contained therein.

Changes occurring under Item 2 of Form B insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, need only be included where such changes are ones which result in ownership or holdings of 10 percent or more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

Changes occurring under Item 4 of Form B need only be included where: an individual is, for the first time, made a director or executive officer of the ultimate controlling person; a director or executive officer terminates his or her responsibilities with the ultimate controlling person; or in the event an individual is named president of the ultimate controlling person.

If a transaction disclosed on the prior year's annual registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions whose purpose it is to avoid statutory threshold amounts and the review that might otherwise occur.

#### SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

#### SIGNATURE

Pursuant to the requirements of Section 38a-135 of the Connecticut General Statutes, the Registrant has caused this summary of registration statement to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

(SEAL) \_\_\_\_\_

Name of Registrant

By \_\_\_\_\_

(Name) (Title)



Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached summary of registration statement dated \_\_\_\_\_, 19\_\_\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_

(Name of Company)

(Title of Officer)

of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

**APPENDIX D**

**Form D**

**Prior Notice of a Transaction**

Filed with the Insurance Department of the State of \_\_\_\_\_

By \_\_\_\_\_

\_\_\_\_\_  
Name of Registrant

On Behalf of Following Insurance Companies:

Name

Address

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_, 19\_\_\_\_

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Item 1. Identity of Parties to Transaction**

Furnish the following information for each of the parties to the transaction:

(a) Name.

(b) Home office address.

(c) Principal executive office address.

- (d) The organizational structure, i.e. corporation, partnership, individual, trust, etc.
- (e) A description of the nature of the parties' business operations.
- (f) Relationship, if any, of other parties to the transaction to the insurer filing the notice, including any ownership or debtor/creditor interest by any other parties to the transaction in the insurer seeking approval, or by the insurer filing the notice in the affiliated parties.
- (g) Where the transaction is with a non-affiliate, the name(s) of the affiliate(s) which will receive, in whole or in substantial part, the proceeds of the transaction.

**Item 2. Description of the Transaction**

Furnish the following information for each transaction for which notice is being given:

- (a) A statement as to whether notice is being given under Section 38a-136 (b) (1), (2), (3), (4), or (5) of the General Statutes.
- (b) A statement of the nature of the transaction.
- (c) The proposed effective date of the transaction.

**Item 3. Sales, Purchases, Exchanges, Loans, Extensions of Credit, Guarantees or Investments**

For each transaction for which notice is being given, furnish a brief description of the amount and source of funds, securities, property or other consideration for the sale, purchase, exchange, loan, extension of credit, guarantee, or investment, whether any provision exists for purchase by the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice, and a description of the terms of any securities being received, if any, and a description of any other agreements relating to the transaction such as contracts or agreements for services, consulting agreements and the like. If the transaction involves consideration other than cash, furnish a description of the consideration, its cost and its fair market value, together with an explanation of the basis for evaluation.

If the transaction involves a loan, extension of credit or a guarantee, furnish a description of the maximum amount which the insurer will be obligated to make available under such loan, extension of credit or guarantee, the date on which the credit or guarantee will terminate, and any provisions for the accrual of or deferral of interest.

If the transaction involves an investment, guarantee or other arrangement, state the time period during which the investment, guarantee or other arrangement will remain in effect, together with any provisions for extensions or renewals of such investments, guarantees or arrangements. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the maximum amount which can at any time be outstanding or for which the insurer can be legally obligated under the loan, extension of credit or guarantee is less than, (a) in the case of non-life insurers, the lesser of 3% of the insurer's admitted assets or 25% of surplus as regards policyholders or, (b) in the case of life insurers, 3% of the insurer's admitted assets, each as of the 31st day of December next preceding.

**Item 4. Loans or Extensions of Credit to a Non-affiliate**

If notice is required and the transaction involves a loan or extension of credit to any person who is not an affiliate, furnish a brief description of the agreement or understanding whereby the proceeds of the proposed transaction, in whole or in substantial part, are to be used to make loans or extensions of credit to, to purchase the assets of, or to make investments in, any affiliate of the insurer making such loans or extensions of credit, and specify in what manner the proceeds are to be used to loan

to, extend credit to, purchase assets of or make investments in any affiliate. Describe the amount and source of funds, securities, property or other consideration for the loan or extension of credit and, if the transaction is one involving consideration other than cash, a description of its cost and its fair market value together with an explanation of the basis for evaluation. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the loan or extension of credit is one which equals less than, in the case of non-life insurers, the lesser of 3% of the insurer's admitted assets or 25% of surplus as regards policyholders or, with respect to life insurers, 3% of the insurer's admitted assets, each as of the 31st day of December next preceding.

#### **Item 5. Reinsurance**

If the transaction is a reinsurance agreement or modification thereto, as described by Section 38a-136 (b) (3) of the General Statutes, furnish a description of the known and/or estimated amount of liability to be ceded and/or assumed in each calendar year, the period of time during which the agreement will be in effect, and a statement whether an agreement or understanding exists between the insurer and non-affiliate to the effect that any portion of the assets constituting the consideration for the agreement will be transferred to one or more of the insurer's affiliates. Furnish a brief description of the consideration involved in the transaction, and a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities in connection with the reinsurance agreement or modification thereto is less than 5% of the insurer's surplus as regards policyholders, as of the 31st day of December next preceding.

#### **Item 6. Management Agreements, Service Agreements and Cost-Sharing Arrangements**

For material management and service agreements, furnish:

- (a) a brief description of the managerial responsibilities, or services to be performed.
- (b) a brief description of the agreement, including a statement of its duration, together with brief descriptions of the basis for compensation and the terms under which payment or compensation is to be made.

For material cost-sharing arrangements, furnish:

- (a) a brief description of the purpose of the agreement.
- (b) a description of the period of time during which the agreement is to be in effect.
- (c) a brief description of each party's expenses or costs covered by the agreement.
- (d) a brief description of the accounting basis to be used in calculating each party's costs under the agreement.

#### **Item 7. Signature and Certification**

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 38a-136 of the Connecticut General Statutes, \_\_\_\_\_ has caused this notice to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Insurance Department

§ 38a-138-16

(SEAL) \_\_\_\_\_  
Name of Applicant

BY \_\_\_\_\_  
(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)  
\_\_\_\_\_  
(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached notice dated \_\_\_\_\_, 19\_\_\_\_, for and on behalf of \_\_\_\_\_;  
(Name of Applicant)  
that (s)he is the \_\_\_\_\_ of such company and that (s)he is  
(Title of Officer)  
authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_  
(Type or print name beneath) \_\_\_\_\_  
(Effective July 26, 1993)